



I N D I A

TI Financial Holdings Limited

(Formerly known as Tube Investments of India Limited)

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India

Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tifhl.com CIN:L65100TN1949PLC002905

February 25, 2019

**The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051**

**The Secretary
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001**

Scrip Code :TIFIN

Scrip Code : 504973

Dear Sir,

Sub.: Declaration of postal ballot results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is further to our letter dated January 24, 2019 informing the despatch of the postal ballot notice to the shareholders of the Company seeking approval for change of name of the company and consequential amendment to Memorandum and Articles of Association of the company.

In this regard, we wish to inform you the following:

- The Company had fixed February 23, 2019 as the last date for receipt of ballot forms and completion of E-Voting;
- The resolution detailed in the postal ballot notice dated January 18, 2019 have been passed in favour of the resolution.
- The voting results of postal ballot is enclosed.
- Scrutiniser's report dated February 23, 2019 is enclosed.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
for TI FINANCIAL HOLDINGS LIMITED

**E KRITHIKA
COMPANY SECRETARY**

Encl.: as above

Company Name	TI FINANCIAL HOLDINGS LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	22286
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	0
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for change of name of the Company from 'Ti Financial Holdings Limited' to 'Cholamandalam Financial Holdings Limited' and									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	91514667	86787920	94.8350	86787920	0	100.0000	0.0000		
	Poll	91514667	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Postal Ballot (if applicable)	91514667	0	0.0000	00	0	0.0000	0.0000		
	E-Voting	56845491	41838592	73.6005	41838592	0	100.0000	0.0000		
Public- Non Institutions	Poll	56845491	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	56845491	0	0.0000	00	0	0.0000	0.0000		
Total	E-Voting	39327300	50368	0.1281	50294	74	99.8530	0.1469		
	Poll	39327300	0	0.0000	00	0	0.0000	0.0000		
Total	Postal Ballot (if applicable)	39327300	219026	0.5569	211896	7130	96.7446	3.2553		
		187687458	128895906	68.6758	128888702	7204	99.9944	0.0056		



23rd February, 2019

The Chairman
TI Financial Holdings Limited,
"Dare House",
No.234, N S C Bose Road,
Chennai - 600 001.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **TI Financial Holdings Limited** on January 18, 2019, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers and e-voting in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
<p>Section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013</p>	<p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT the special resolution passed by the company on November 12, 2018 approving change of name of the company and consequential amendment to the Memorandum and Articles of Association of the company, be and is hereby rescinded.</p> <p>RESOLVED FURTHER THAT in supersession of the resolution passed on November 12, 2018 and pursuant to the provisions of section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government, Ministry of Corporate Affairs, Stock Exchanges or any appropriate regulatory and statutory authorities, consent of the members of the company be and is hereby accorded to change the name of the company from "TI Financial Holdings Limited" to "Cholamandalam Financial Holdings Limited".</p> <p>RESOLVED FURTHER THAT the new name of the company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name "TI Financial Holdings Limited" wherever it occurs in the Memorandum of Association and Articles of Association of the company be substituted by the name "Cholamandalam Financial Holdings Limited".</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution.</p>



WE REPORT that the Postal ballot notice dated 18th January, 2019 under Section 110 of the Companies Act, 2013, ("the Act") (along with the Statement pursuant to Section 102 of the Act and Postal Ballot Form) was issued individually to all the members and the notices were despatched by Physical mode through registered post and Electronic mode through E-mails for those members whose e-mail ids are available with Karvy Fintech Private Limited (Karvy), the Registrar and Share Transfer Agent of the Company, on 24th January, 2019.

We report that as stated in the notice sent to the members, the Company had fixed 23rd February, 2019 as the last date for receipt of Postal Ballots and E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 25th January, 2019 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 25th January, 2019 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting particulars from the members during the period starting from **25th January, 2019 (9:00 a.m. IST)** to **23rd February, 2019 (5:00 p.m. IST)**. E-voting facility for members has been closed by Karvy after 5.00 P.M. on Saturday, 23rd February, 2019.

All Postal Ballot forms and details of votes cast through E-Voting platform received upto the closure of working hours (**5:00 p.m. IST**) on Saturday, 23rd February, 2019, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to 337 (Three hundred and thirty seven only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and details of votes cast through E-Voting platform were scrutinized and processed and a statement containing the name of Shareholders, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes - Voted, Assented, Dissented and Rejected were generated.

We report that the ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

The ballot papers, which were found defective have been treated as invalid and kept separately.

We report that out of 22286 Shareholders, we have received valid votes through Postal Ballot and E-Voting from 439 Shareholders and the details of polling results are given below:





Period of Postal Ballot and E-Voting	25th January 2019 (9:00 a.m. IST) to 23rd February, 2019 (5:00 p.m. IST)		
Total No. of Shareholders	22286		
Total No. of Shares	187687458		
Particulars	As per Postal Ballot forms	As per E-Voting	Total
No. of votes cast	259	187	446
Less: Invalid votes*	7	0	7
Net Valid Votes	252	187	439

*Invalid votes were not considered.

Approval for change of name of the company and consequential amendment to Memorandum of Association and Articles of Association of the company.

Special Resolution

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
185	128676806	248	211896	128888702	99.9944

(ii) Votes **against** the resolution:

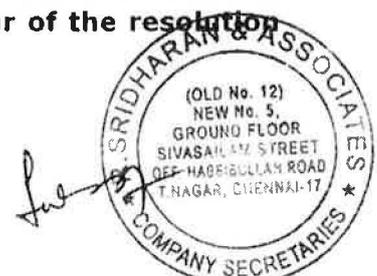
Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
2	74	4	7130	7204	0.0056

(iii) **Invalid** Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
0	0	7	7244	7244

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, as set out in the Notice of Postal Ballot dated January 18, 2019 is passed in favour of the resolution with requisite majority.





We further report that as per the notice of Postal Ballot dated 18th January, 2019 approved by the Board of Directors on 18th January, 2019, the Chairman or any Director of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred to herein on or before Monday, 25th February, 2019 at the Registered Office of the Company. The Company shall display results of the postal ballot at its registered office and post the same on the Company's website - www.tifhl.com and on Karvy's website - www.evoting.karvy.com besides communicating to the Stock Exchanges where the Company's shares are listed. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained and number of shares rejected), which are in our safe custody will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

CS G Subramaniam
ACS No. 11194
CP No. 8669
Associate

Place: Chennai
Encl.: a/a

